

HASSEN RONALD
Form 4
February 19, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HASSEN RONALD

2. Issuer Name and Ticker or Trading Symbol
NASDAQ OMX GROUP, INC.
[NDAQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE LIBERTY PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

NEW YORK, NY 10006
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	02/17/2010		A		7,379 (1)	A	\$ 0 74,852 (2) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.35					<u>(3)</u> 11/15/2014	Common Stock	50,000	
Employee Stock Option (Right to Buy)	\$ 8.5					<u>(4)</u> 07/29/2013	Common Stock	25,000	
Employee Stock Option (Right to Buy)	\$ 9.15					<u>(5)</u> 02/18/2014	Common Stock	25,000	
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(6)</u> 12/17/2018	Common Stock	15,176	
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(7)</u> 12/13/2016	Common Stock	8,766	
Employee Stock Option (Right to Buy)	\$ 45.38					<u>(8)</u> 12/12/2017	Common Stock	9,025	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSEN RONALD ONE LIBERTY PLAZA NEW YORK, NY 10006			Senior Vice President	

Signatures

/s/ Edward S. Knight, by power of attorney
02/19/2010

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Represents the settlement of performance share units (PSUs) that were granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan on December 17, 2008. The ultimate amount of shares to be received under the grant depended upon the achievement of
 - (1) performance goals during a one-year performance period from January 1, 2009 through December 31, 2009. On February 17, 2010, the Management Compensation Committee of NASDAQ OMX's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs will vest on December 31, 2012.
 - (2) Represents (i) 60,142 shares or units of restricted stock, of which 5,374 are vested, (ii) 7,379 unvested shares underlying PSUs and (iii) 7,331 shares purchased under the Employee Stock Purchase Plan.
 - (3) Options vested as to 100%.
 - (4) Options vested as to 100%.
 - (5) Options vested as to 100%.
 - (6) Options exercisable on December 17, 2012.
 - (7) Options vested as to 50%. Remaining 50% exercisable on December 13, 2010.
 - (8) Options exercisable on December 12, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.